

Stephen M. Miller (admitted *pro hac vice*)
MORRIS JAMES LLP
500 Delaware Avenue, Suite 1500
P.O. Box 2306
Wilmington, DE 19899-2306
Telephone: (302) 888-6853
Facsimile: (302) 571-1750
Attorneys for Drake Pacer Penry Acquisition, LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**NOTICE OF APPEARANCE, REQUEST FOR MATRIX ENTRY,
AND REQUEST FOR SERVICE OF NOTICES AND DOCUMENTS**

PLEASE TAKE NOTICE that Drake Pacer Penry Acquisition, LLC (the “Company”), as party in interest in the above-captioned cases, hereby appears by its counsel, Morris James LLP, and such counsel hereby enters its appearance pursuant to 11 U.S.C. § 1109(b) and Fed. R. Bankr. P. 9010(b), and such counsel hereby requests, pursuant to Fed. R. Bankr. P. 2002, 3017 and 9007, Local Bankruptcy Rule 9074-1, and 11 U.S.C. §§ 342 and 1109(b), that copies of all notices and pleadings given or filed in this case be given and served upon them at the following addresses, and facsimile and telephone numbers:

Stephen M. Miller, Esq.
MORRIS JAMES LLP
500 Delaware Avenue, Suite 1500
P.O. Box 2306
Wilmington, DE 19899-2306
Telephone: (302) 888-6853
Facsimile: (302) 571-1750
E-mail: smiller@morrisjames.com

PLEASE TAKE FURTHER NOTICE THAT, pursuant to 11 U.S.C. § 1109(b), the foregoing demand includes not only the notices and papers referred to in the Rules specified above, but also includes, without limitation, any notice, application, complaint, demand, motion, petition, pleading or request, whether formal or informal, written or oral, and whether transmitted or conveyed by mail, hand delivery, e-mail, telephone, telecopy or otherwise filed or made with regard to the above-referenced case and proceedings herein.

PLEASE TAKE FURTHER NOTICE THAT neither this Notice of Appearance, nor any former or later appearance, pleading, claim or suit shall constitute a consent to jurisdiction, nor shall it waive (1) the Company's right to have final orders in non-core and core matters in which the Bankruptcy Court does not have final adjudicatory authority entered only after *de novo* review by a District Court Judge, (2) the Company's right to trial by jury in any proceeding so triable in this case or any case, controversy, or proceeding related to this case, (3) the Company's right to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal, or (4) any other rights, claims, actions, defenses, including defenses to jurisdiction, setoffs, or recoupments to which the Company may be entitled under agreements, in law or in equity, all of which rights, claims, actions, defenses, setoffs, and recoupments the Company expressly reserves.

[Signature page follows.]

Dated: March 11, 2019

MORRIS JAMES LLP

/s/ Stephen M. Miller
Stephen M. Miller (DE Bar No. 2610)
500 Delaware Avenue, Suite 1500
P.O. Box 2306
Wilmington, DE 19899-2306
Telephone: (302) 888-6853
Facsimile: (302) 571-1750
E-mail: smiller@morrisjames.com

Attorneys for Drake Pacer Penry Acquisition, LLC